

ORIGINAL

NEW APPLICATION

ATTACHMENT "A"



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RECEIVED

WHY UTILITY CO., INC.

200 JAN 21 AM 9:53

P. O. Box 69
Ajo, AZ. 85321

ARIZONA CORPORATION
DOCKET CONTROL

December 15, 2009

Docket Control
Arizona Corporate Commission
1200 W. Washington Street
Phoenix, AZ. 85007

W-02052A-10-0020


Attached is an application by Why Utility Co., Inc. for the transfer of all Assets and is hereby applying for formal approval of the Arizona Corporation Commission of the transfer.

The Transferee will be Why Domestic Water Improvement District which was established by the Pima County Board of Supervisors on July 14, 2009 by resolution #152. The majority of the Why Utility Company members approved the transfer by petition prior to the filing for a Water District. The sole purpose of the WDWID is to acquire the assets and facilities of the Why Utility Company, and provide ongoing management to supply the Community of Why, Arizona, with domestic water service and campground facilities for Rvers.

The Why Utility Co. was incorporated in 1968. It has been managed by a Board of Directors elected by the Membership on the First Monday of February each year serving (without compensation) one year or more if reelected.


It is in the best interest of the community to own and operate its water system and two (2) RV Parks, assuring continued proper maintenance of the physical system, maintenance of the water contracts, wells, filtration system and lowest possible water rates.

Respectfully,


Vern Denning, Chairman

Arizona Corporation Commission
DOCKETED

JAN 21 2010

DOCKETED BY 

ARIZONA CORPORATION COMMISSION

**APPLICATION FOR APPROVAL OF THE SALE OF ASSETS AND/OR TRANSFER OF
CERTIFICATE OF CONVENIENCE AND NECESSITY**

WATER AND/OR SEWER

A. The name, address and telephone number of the Transferor (Company) is:

Why Utility Co., Inc.

P. O. Box 69

Ajo, AZ. 85321

B. If doing business under a name other than the Transferor (Company) name, specify:

N/A

C. The Transferor is a:

<input checked="" type="checkbox"/> Corporation: ___ "C", ___ "S", ___ Non-Profit ___ Arizona, ___ Foreign	<input type="checkbox"/> Partnership ___ Limited, ___ General ___ Arizona, ___ Foreign
<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> Other (Specify)	

D. List the name, address and telephone number of the attorney for the Transferor.

Stephen Cooper (Cooper & Rueter, LLP)

P. O. Box 15005

Casa Grande, AZ. 85230-5005 520-836-8265

E. List the name, address and telephone number of management contact:

Vern Denning

130 Ball RD.

Why, AZ. 85321 Cell 520-850-0915

F. The name, address and telephone number of the Transferee (Company) is:

Why Domestic Water Improvement District

P. O. Box 69

Ajo, AZ. 85321 Office 520-387-7641

G. If doing business under a name other than the Transferee (Company) name, specify:

N/A

H. List the name, address and telephone number of the attorney for the Transferee.

Stephen Cooper (Cooper & Rueter, LLP)

P. O. Box 15005

Casa Grande, AZ. 85230-5005 Phone 520-836-8265

I. List the name, address and telephone number of management contact:

Vern Denning

130 Ball RD.

Why, AZ. 85321 Cell 520-850-0915

J. (Transferee) List the name, address and telephone number of the on-site manager of the utility:

None

K.(Transferee) List the name, address and telephone number of the certified operator as authorized by the Arizona Department of Environmental Quality:

Wayne F. Miller #05397

P.O. Box 240

Gila Bend, AZ. 85337

Phone #928-683-6885

L. The Transferee is a:

<input type="checkbox"/> Corporation: <input type="checkbox"/> "C", <input type="checkbox"/> "S", <input type="checkbox"/> Non-Profit <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign	<input type="checkbox"/> Partnership <input type="checkbox"/> Limited, <input type="checkbox"/> General <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign
<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Limited Liability Company
<input checked="" type="checkbox"/> Other (Specify) Domestic Water Improvement District	

M. If Transferee is a corporation:

1. List names of Officers and Directors:

Officers

N/A

Directors

N/A

2. Indicate the number of shares of stock authorized to issue:

None

3. If stock has been issued, indicate the number of shares issued and the date of issue:

None

N. If Transferee is a partnership:

1. List the names of general partners:

N/A

2. List name, address and telephone number of managing partner:

N/A

♦ If Applicant is a foreign limited partnership, provide a copy of the Partnership's "Certificate of Registration" with the Arizona Secretary of State

O. If Transferee is a sole proprietor, list name, address and telephone number of individual:

N/A

P. Have all customer security deposits been refunded? Yes ___ No X. If no, mark the block below which describes the proposed disposition of security deposits.

___ All security deposits will be refunded at time of closing.

X All security deposits will be transferred to the Transferee.

___ Other (explain).

Q. Are there any refunds due on Main Extension Agreements? Yes ___ No X. If Yes, mark the block below which describes the proposed disposition of the refunds.

___ Transferor will continue to refund after the transfer.

___ Transferee will assume the refunding obligations.

___ A full refund will be made at closing by Transferor.

___ Other (explain).

R. (WATER ONLY) Are there any refunds due on meter and service line installations?

Yes ___ No X. If Yes, mark the block below that describes the proposed disposition of refunds.

___ Transferor will continue to refund after the transfer.

___ Transferee will assume the refunding obligations.

___ A full refund will be made at closing by Transferor.

___ Other (explain).

S. (Transferee) Attach the following exhibit(s):

1. Copy of bill of sale, purchase contract or other instrument, which conveys the assets to the transferee.
2. Articles of Incorporation (if corporation)
3. By-Laws (if corporation)
4. Certificate of Good Standing (if corporation)
5. Articles of Partnership (if partnership)
6. Articles of Organization (if limited liability company)
7. Corporate Resolution if required by Articles of Incorporation
8. Attach a copy of the transfer of City or County Franchise from the Transferor to Transferee.

T. List names and addresses of any other public utility interest Transferee has:

1. None
2. _____

U. Indicate the date that notice of the application was sent, or will be sent to the customers.

Dec. 22, , 20 09 .

DATED the 8th day of December, 20 09

Vern Denning

(Signature of Authorized Representative of Transferor)

Vern Denning

(Type Name Here)

President

(Title)

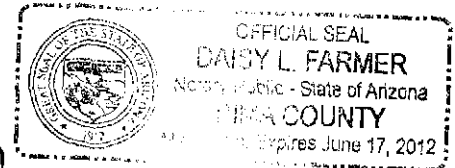
SUBSCRIBED AND SWORN to before me on this 8th day of Dec 20 09

Daisy L Farmer

NOTARY PUBLIC

My Commission Expires

6-17-2012



Vern Denning

(Signature of Authorized Representative of Transferee)

Vern Denning

(Type Name Here)

Chairman

(Title)

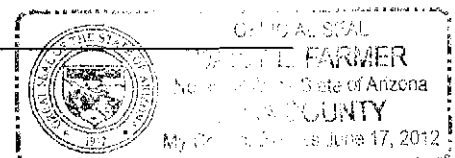
SUBSCRIBED AND SWORN to before me on this 8th day of Dec 20 09

Daisy L. Farmer

NOTARY PUBLIC

My Commission Expires

6-17-2012



Ajo Copper News

Hollister David, Publisher
Gabrielle David, Editor
Michelle Pacheco, Office Manager

P. O. Box 39 • Ajo, Arizona 85321
Phone (520) 387-7688
FAX (520) 387-7505

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

Hollister David deposes and says that he is the publisher of the *Ajo Copper News*, a weekly newspaper of general circulation and established character, published weekly at Ajo, Pima County, Arizona, and that

PUBLIC NOTICE OF AN APPLICATION FOR SALE OF ASSETS AND/OR TRANSFER OF THE CERTIFICATE OF CONVENIENCE AND NECESSITY BY WHY UTILITY CO., INC.

Why Utility Co., Inc. has filed with the Arizona Corporation Commission ("Commission") an application for authority to sell its assets and/or transfer its Certificate of Convenience and Necessity to provide water service to Why Domestic Water Improvement District. If the application is granted, Why Domestic Water Improvement District would be the exclusive provider of water service to your area.

If you have any claims against Why Utility Co., Inc., including claims for refunds of security deposits, service line and meter installations (WATER ONLY) or main extension agreements and you have not already been contacted by the Company, you must present your claim to Why Utility Co., Inc., on or before December 31, 2009, Direct you claim(s) to Why Utility Co., Inc., P. O. Box 69, Ajo, AZ 85321, phone 520-387-7641.

The Commission will hold a hearing on this matter. As a property owner or customer you may have the right to intervene in the proceeding. If you do not want to intervene, you may appear at the hearing and make a statement on your own behalf. You may contact the Commission at the address and telephone number listed below for the date and time of the hearing and for more information on intervention. You may not receive any further notice of the proceeding unless requested by you.

If you have any questions or concerns about this application, have any objections to its approval, or wish to make a statement in support of it, you may contact the Consumer Services Section of the Commission at 1200 West Washington Street, Phoenix, Arizona 85007 or call 1-800-222-7000/400 West Congress, North Building, Room 218, Tucson, Arizona 85701 or call 1-800-535-0148.

NOTICE OF AN APPLICATION FOR SALE OF ASSETS AND/OR TRANSFER OF THE CERTIFICATE OF CONVENIENCE AND NECESSITY BY WHY UTILITY CO., INC.

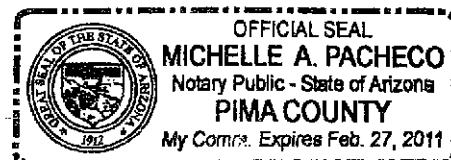
A copy of which is attached to this affidavit, published in the said *Ajo Copper News* every week in the newspaper proper and not in a supplement for

December 23, 2009

Hollister David, Publisher,
Ajo Copper News

Witnessed and subscribed before me, a Notary Public for the County of Pima, Arizona, this 23 day of December, 2009.

Notary Public



PUBLIC NOTICE OF AN APPLICATION FOR SALE OF ASSETS
AND/OR TRANSFER OF THE CERTIFICATE
OF CONVENIENCE AND NECESSITY

BY WHY UTILITY CO., INC.

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F. ANN RODRIGUEZ, RECORDER
RECORDED BY: LLW
DEPUTY RECORDER
1956 PE-2

PCREA
PIMA CO REAL PROPERTY SERVICES
PICK UP
ATTN LISA



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CONSENT TO ASSIGNMENT OF PIMA COUNTY PUBLIC UTILITY LICENSE AGREEMENT

WHEREAS, the Board of Supervisors of Pima County, a political subdivision of the State of Arizona, granted to Why Utility Company, Inc., an Arizona corporation ("Licensee"), that certain Pima County Public Utility License Agreement (the "License"), recorded April 10, 2008, in Docket 13282, at Page 1520, in the Office of the County Recorder of Pima County, Arizona; and

WHEREAS, Section 23 of the License provides for the transfer and assignment of the License by Licensee, with the prior written consent of the Pima County Board of Supervisors; and

WHEREAS, the Board of Supervisors approved the organization and establishment of the Why Domestic Water Improvement District of Pima County, Arizona (the "District") by that certain Resolution and Order Establishing the Why Domestic Water Improvement District of Pima County, Arizona, recorded July 14, 2009, in Docket 13599, at Page 3081; and

WHEREAS, the District will supersede and be the successor in interest to the Licensee and would like all pertinent County records to reflect the name change of the Licensee to that of the District; and

WHEREAS, the Pima County Board of Supervisors has no objection to the transfer of the License to the District.

NOW, THEREFORE, the parties agree as follows:

1. Pursuant to Section 23 of the License, the Pima County Board of Supervisors does hereby consent to the assignment of the License to the Why Domestic Water Improvement District of Pima County, Arizona, subject to all of the terms and conditions of the License, as recorded.
2. Why Domestic Water Improvement District of Pima County, Arizona hereby assumes all obligations and liabilities under the License, and shall be bound by all the terms and conditions thereof, effective upon execution of this Consent by the Pima County Board of Supervisors.

WHY DOMESTIC WATER IMPROVEMENT
DISTRICT OF PIMA COUNTY, ARIZONA

Vern Denning

Vern Denning, Chairman of the Board
of Directors of the District

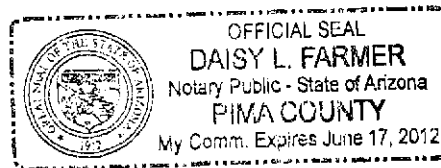
9-15-2009
Date

This instrument was acknowledged before me this 15th day of September, 2009, by
Vern Denning, Chairman of the Board of Directors of the Why Domestic Water
Improvement District of Pima County, Arizona.

Daisy L Farmer
Notary Public

My commission expires:

6/17/2012



APPROVED:

Richard L. Davis
Chairman, Pima County Board of
Supervisors

OCT 13 2009
Date

ATTEST:

Lori Godshuan
Clerk of the Board of Supervisors

OCT 13 2009
Date

APPROVED AS TO FORM:

[Signature]
Deputy County Attorney

NOTARY PUBLIC